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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

November 18, 2010

Chief, Section of Administration
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 28, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27805. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Penguin Logistics LLC d/b/a MHF Services
4500 Brooktree Road
Suite 200
Wexford, PA 15090

A description of the railroad equipment covered by the enclosed document is for forty five (45) gondola cars having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease Agreement**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Sincerely,


Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

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ASSIGN. NO. PELO003

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

October, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Penguin Logistics LLC, d/b/a MHF Services ("Lessee"), a Delaware limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 7, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 28, 2010 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: _____

Title: _____

By: Susan GrokulskaName: SUSAN GROKULSKYTitle: ASSISTANT DIRECTORExecuted on this 28th day of October, 2010

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of October, 2010.

Notary Public

My Commission Expires:

6-5-2012
(Notary Public)

LESSEE:

PENGUIN LOGISTICS LLC

By: [Signature]

Name: JARED STANGO

Title: CFO

ATTEST:

By: [Signature]

Name: Constance Kelly

Title: Meety Mgr

Executed on this 19th day of OCT, 2010.

[CORPORATE SEAL]

STATE OF Pennsylvania

COUNTY OF Lawrence

I, Joyce E. Fritsche, a Notary Public of the County and State aforesaid, certify that Jared Stango personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of Oct, 2010.

[Signature]
Notary Public

Commission Expires:

9.19.2013
(Notary Public)

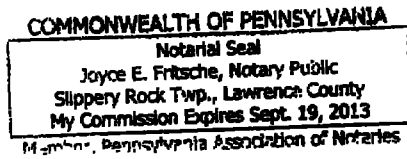


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty-five (45)

DESCRIPTION OF CARS: 110-ton, 2743 cubic foot capacity mill gondola railcars, 52'06" in length with
5' 06" side height and 286,000 lbs. GWR.

CAR NUMBERS:

FURX	320099	FURX	321594
FURX	320137	FURX	321597
FURX	320182	FURX	321741
FURX	320220	FURX	321785
FURX	320381	FURX	321788
FURX	320607	FURX	321899
FURX	320645	FURX	321950
FURX	320647	FURX	321985
FURX	320699	FURX	322029
FURX	320806	FURX	322051
FURX	320964	FURX	322053
FURX	321037	FURX	322060
FURX	321052	FURX	322063
FURX	321057	FURX	322068
FURX	321570	FURX	322070
FURX	321571	FURX	322072
FURX	321572	FURX	322087
FURX	321573	FURX	322131
FURX	321574	FURX	322222
FURX	321581	FURX	322267
FURX	321582	NDYX	320335
FURX	321586	NDYX	320471
FURX	321588	Total	45